

TRANSMITTAL MEMORANDUM

DATE: July 5, 2007

TO: CLERK, UNITED STATES DISTRICT COURT

FROM: CLERK, UNITED STATES BANKRUPTCY COURT (by: for Patricia Gray)

RE: Recommendation for Withdrawal of Reference Pursuant to 28 U.S.C. 157(d) (Doc # 4113) filed 07/03/2007. (Related document(s)3773 Motion to Enforce, filed by Interested Party COMPASS PARTNERS LLC.)

Transmitted herewith are copies of the Records Designated in Connection with the recommendation for withdrawal of reference (Doc #4113) of the adversary matter entitled:

In re:)	
)	
USA COMMERCIAL MORTGAGE)	BK-S 06-10725 LBR
COMPANY fka USA CAPITAL; USA)	BK-S 06-10726 LBR
CAPITAL REALTY ADVISORS, LLC;)	BK-S 06-10727 LBR
USA CAPITAL DIVERSIFIED TRUST)	BK-S 06-10728 LBR
DEED FUND, LLC; USA CAPITAL FIRST))	BK-S 06-10729 LBR
TRUST DEED FUND, LLC; USA)	
SECURITIES, LLC)	Jointly Administered Under
)	Case No. BK-S 06-10725 LBR
)	

ATTACHED IS A CD OF THE BELOW STATED DOCUMENTS AND A COPY OF DOCKET SHEET:

1) Recommendation for Withdrawal of Reference Pursuant to 28 U.S.C. 157(d) (Doc # 4113) filed 07/03/2007. (Related document(s)3773 Motion to Enforce, filed by Interested Party COMPASS PARTNERS LLC.)

a. Related documents are listed on Ex. A to this Transmittal.

2) Order on Emergency Motion to Enforce Confirmation and For Sanctions and Order on Subject Matter Jurisdiction (Doc #4109) filed 07/02/2007. (Related document(s)3773 Motion to Enforce, , filed by Interested Party COMPASS PARTNERS LLC.)

a. Documents referenced in this order not otherwise listed on Ex. A, are listed

on Ex. B to this Transmittal.

Exhibit A:

Documents which are related to the Recommendation for Withdrawal of Reference in document number order:

05/25/2007 3773 Emergency Motion to Enforce *Confirmation Order and for Civil Contempt Sanctions Pursuant to 11 U.S.C. Sections 105 and 1141* Filed by GEORGANNE W. BRADLEY on behalf of COMPASS PARTNERS LLC (Attachments: # 1 Exhibit A to Emergency Motion# 2 Exhibit A to Blatt Declaration# 3 Exhibit B to Blatt Declaration# 4 Exhibit B to Emergency Motion# 5 Exhibit A to Piskun Declaration# 6 Exhibit B to Piskun Declaration# 7 Exhibit C to Piskun Declaration# 8 Exhibit D to Piskun Declaration# 9 Exhibit E to Piskun Declaration)

05/25/2007 3774 Ex Parte Motion for Order Shortening Time to Hear *Emergency Motion of Compass Financial Partners LLC for Order Pursuant to 11 U.S.C. Sections 105 and 1141 Enforcing Confirmation Order and for Civil Contempt Sanctions* Filed by GEORGANNE W. BRADLEY on behalf of COMPASS PARTNERS LLC (Related document(s) 3773 Motion to Enforce,, filed by Interested Party COMPASS PARTNERS LLC)

05/25/2007 3775 Declaration Of: Georganne W. Bradley in Support of *Ex Parte Application for Order Shortening Time to Hear Emergency Motion of Compass Financial Partners LLC for Order Pursuant to 11 U.S.C. Sections 105 and 1141 Enforcing Confirmation Order and for Civil Contempt Sanctions* Filed by GEORGANNE W. BRADLEY on behalf of COMPASS PARTNERS LLC (Related document(s) 3774 Motion for Order Shortening Time, filed by Interested Party COMPASS PARTNERS LLC)

5/25/2007 3776 Attorney Information Sheet *Re: Ex Parte Application for Order Shortening Time to Hear Emergency Motion of Compass Financial Partners LLC for Order Pursuant to 11 U.S.C. Sections 105 and 1141 Enforcing Confirmation Order and for Civil Contempt Sanctions* Filed by GEORGANNE W. BRADLEY on behalf of COMPASS PARTNERS LLC (Related document(s) 3774 Motion for Order Shortening Time, filed by Interested Party COMPASS PARTNERS LLC)

05/25/2007 3777 Certificate of Service of *Emergency Motion of Compass Financial Partners LLC for Order Pursuant to 11 U.S.C. Sections 105 and 1141 Enforcing Confirmation Order and for Civil Contempt Sanctions and Related Documents* Filed by GEORGANNE W. BRADLEY on behalf of COMPASS PARTNERS LLC (Related document(s) 3773 Motion to Enforce, 3774 Motion for Order Shortening Time, 3775 Declaration, 3776 Attorney Information Sheet, filed by Interested Party COMPASS PARTNERS LLC) (Attachments: # 1 Exhibit A - COS Motion to Enforce# 2 Exhibit B - COS Mtn for OST# 3 Exhibit C - COS Declaration# 4 Exhibit D - Atty Info Sheet)

05/29/2007 3812 Order Shortening Time to Hear Emergency Motion of COMPASS FINANCIAL PARTNERS, LLC for Order Pursuant to 11 U.S.C. 105 and 1141 Enforcing

Confirmation Order and for Civil Contempt Sanctions (Related document(s) 3774). Hearing scheduled 5/31/2007 at 02:30 PM at LBR-Courtroom 1, Foley Federal Bldg.. (Related document(s) 3773 Motion to Enforce,, filed by Interested Party COMPASS PARTNERS LLC.)

05/29/2007 3830 Supplement to *Emergency Motion of Compass Financial Partners LLC for Order Pursuant to 11 U.S.C. Sections 105 and 1141 Enforcing Confirmation Order and for Civil Contempt Sanctions (Additional Exhibits)* Filed by GEORGANNE W. BRADLEY on behalf of COMPASS PARTNERS LLC (Related document(s) 3773 Motion to Enforce,, filed by Interested Party COMPASS PARTNERS LLC) (Attachments: # 1 Exhibit C to Blatt Declaration# 2 Exhibit D to Blatt Declaration# 3 Exhibit E to Blatt Declaration# 4 Exhibit F to Blatt Declaration)

05/29/2007 3831 Certificate of Service of *Supplement to Emergency Motion of Compass Financial Partners LLC for Order Pursuant to 11 U.S.C. Sections 105 and 1141 Enforcing Confirmation Order and for Civil Contempt Sanctions (Additional Exhibits)* Filed by GEORGANNE W. BRADLEY on behalf of COMPASS PARTNERS LLC (Related document(s) 3830 Supplement,, filed by Interested Party COMPASS PARTNERS LLC)

5/30/2007 3853 Opposition Filed by ALAN R SMITH on behalf of DONNA CANGELOSI, LENDERS PROTECTION GROUP (Related document(s) 3773 Motion to Enforce,, filed by Interested Party COMPASS PARTNERS LLC.)

05/30/2007 3854 Declaration Of: DONNA CANGELOSI Filed by ALAN R SMITH on behalf of DONNA CANGELOSI, LENDERS PROTECTION GROUP (Related document(s) 3853 Opposition filed by Creditor DONNA CANGELOSI, Creditor LENDERS PROTECTION GROUP) (Attachments: # 1 Exhibit A-D# 2 Exhibit E-F# 3 Exhibit G-H# 4 Exhibit H - Part 2# 5 Exhibit H - Part 3# 6 Exhibit I)

5/30/2007 3855 Declaration Of: ROBERT BENDER Filed by ALAN R SMITH on behalf of DONNA CANGELOSI, LENDERS PROTECTION GROUP (Related document(s) 3853 Opposition filed by Creditor DONNA CANGELOSI, Creditor LENDERS PROTECTION GROUP) (Attachments: # 1 Exhibit A-C)

05/31/2007 3864 Certificate of Service Filed by ALAN R SMITH on behalf of DONNA CANGELOSI, LENDERS PROTECTION GROUP (Related document(s) 3853 Opposition filed by Creditor DONNA CANGELOSI, Creditor LENDERS PROTECTION GROUP, 3855 Declaration, filed by Creditor DONNA CANGELOSI, Creditor LENDERS PROTECTION GROUP, 3854 Declaration, filed by Creditor DONNA CANGELOSI, Creditor LENDERS PROTECTION GROUP) (Attachments: # 1 Part 2)

06/08/2007 3927 Order re: *Emergency Motion of COMPASS FINANCIAL PARTNERS LLC for Order Pursuant to 11 U.S.C. ss 105 and 1141 Enforcing Confirmation Order and for Civil Contempt Sanctions* (Related document(s) 3773)

06/11/2007 3942 Supplemental Brief *In Support of Emergency Motion of Compass Financial Partners, LLC for Order Pursuant to 11 U.S.C. Sections 105 and 1141 Enforcing Confirmation*

Order and For Civil Contempt Sanctions Filed by GEORGANNE W. BRADLEY on behalf of COMPASS PARTNERS LLC (Related document(s) 3773 Motion to Enforce,, filed by Interested Party COMPASS PARTNERS LLC)

06/11/2007 3946 Certificate of Service of *Supplemental Brief in Support of Emergency Motion of Compass Financial Partners, LLC for Order Pursuant to 11 U.S.C. Sections 105 and 1141 Enforcing Confirmation Order and For Civil Contempt Sanctions* Filed by GEORGANNE W. BRADLEY on behalf of COMPASS PARTNERS LLC (Related document(s) 3942 Brief, filed by Interested Party COMPASS PARTNERS LLC)

06/14/2007 3993 Response Filed by ALAN R SMITH on behalf of DONNA CANGELOSI, LENDERS PROTECTION GROUP (Related document(s) 3773 Motion to Enforce,, filed by Interested Party COMPASS PARTNERS LLC.)

06/15/2007 3997 Certificate of Service Filed by ALAN R SMITH on behalf of DONNA CANGELOSI, LENDERS PROTECTION GROUP (Related document(s) 3993 Response filed by Creditor DONNA CANGELOSI, Creditor LENDERS PROTECTION GROUP)

06/15/2007 3999 Joinder Filed by LENARD E. SCHWARTZER on behalf of USA COMMERCIAL MORTGAGE COMPANY (Related document(s) 3773 Motion to Enforce,, filed by Interested Party COMPASS PARTNERS LLC)

06/26/2007 4059 Order Re: Emergency Motion of COMPASS FINANCIAL PARTNERS LLC for Order Pursuant to 11 U.S.C. 105 and 1141 Enforcing Confirmation Order and for Civil Contempt Sanctions (Related document(s) 3773 Motion to Enforce, , filed by Interested Party COMPASS PARTNERS LLC.)

06/26/2007 4061 Notice of Entry of Order *Re: Emergency Motion Of Compass Financial Partners LLC For Order Pursuant To 11 U.S.C. Section 105 And 1141 Enforcing Confirmation Order And For Civil Contempt Sanctions* Filed by GEORGANNE W. BRADLEY on behalf of COMPASS PARTNERS LLC (Related document(s) 4059 Order,)

06/26/2007 4062 Certificate of Service of *Notice of Entry of Order Re: Emergency Motion of Compass Financial Partners LLC for Order Pursuant to 11 U.S.C. Section 105 and 1141 Enforcing Confirmation Order and For Civil Contempt Sanctions* Filed by GEORGANNE W. BRADLEY on behalf of COMPASS PARTNERS LLC (Related document(s) 4061 Notice of Entry of Order filed by Interested Party COMPASSPARTNERS LLC) (BRADLEY, GEORGANNE) Modified on 6/27/2007 to relate to #4061

07/02/2007 4109 Order on Emergency Motion to Enforce Confirmation and For Sanctions and Order on Subject Matter Jurisdiction (Related document(s) 3773 Motion to Enforce, , filed by Interested Party COMPASS PARTNERS LLC.) (Lakas, WM) (Entered: 07/02/2007)

Exhibit B:

Documents referenced in Doc 4109 not otherwise listed on Ex. A, to this Transmittal:

04/19/2006 26 Interim Order Authorizing the Employment of THOMAS J. ALLISON of Mesirow Financial Interim Management, LLC as Chief Restructuring Officer for the Debtors and Debtors-in-Possession (Related document(s) 6)

05/10/2006 201 Notice of Appointment of Creditors' Committee - *Unsecured Creditors of USA Commercial Mortgage Company* by Office of U.S. Trustee.

05/10/2006 202 Notice of Appointment of Creditors' Committee - *Holders of Executory Contract Rights Through USA Commercial Mortgage Company* by Office of U.S. Trustee.

05/10/2006 204 Notice of Appointment of Creditors' Committee -- *Equity Security Holders of USA Capital First Trust Deed Fund, LLC* by Office of U.S. Trustee.

07/07/2006 847 Motion To Distribute Funds And To Grant Ordinary-Course Releases And Distribute Proceeds (Affects USA Commercial Mortgage, USA Capital Diversified Trust Deed Fund, And USA Capital First Trust Deed Fund) Filed by JEANETTE E. MCPHERSON on behalf of USA CAPITAL DIVERSIFIED TRUST DEED FUND, LLC, USA CAPITAL FIRST TRUST DEED FUND, LLC, USA COMMERCIAL MORTGAGE COMPANY

09/22/2006 1352 Motion For Order Scheduling An Auction For The Sale of Certain Assets, Appointing SPCP GROUP, LLC, As Lead Bidder, And Approving Bid Procedures And Protections (Affects All Debtors) Filed by JEANETTE E. MCPHERSON on behalf of USA CAPITAL DIVERSIFIED TRUST DEED FUND, LLC, USA CAPITAL FIRST TRUST DEED FUND, LLC, USA CAPITAL REALTY ADVISORS, LLC, USA COMMERCIAL MORTGAGE COMPANY, USA SECURITIES, LLC (Attachments: # 1 Exhibit A - C)

11/15/2006 1798 Debtors' First Amended Disclosure Statement For Debtor's Third Amended Joint Plan of Reorganization (Affects All Debtors) Filed by JEANETTE E. MCPHERSON on behalf of USA CAPITAL DIVERSIFIED TRUST DEED FUND, LLC, USA CAPITAL FIRST TRUST DEED FUND, LLC, USA CAPITAL REALTY ADVISORS, LLC, USA COMMERCIAL MORTGAGE COMPANY, USA SECURITIES, LLC (Attachments: # 1 Exhibit 1 - 4)

11/15/2006 1799 Amended Chapter 11 Plan (Third Amended Chapter 11 Plan of Reorganization) Filed by JEANETTE E. MCPHERSON on behalf of USA CAPITAL DIVERSIFIED TRUST DEED FUND, LLC, USA CAPITAL FIRST TRUST DEED FUND, LLC, USA CAPITAL REALTY ADVISORS, LLC, USA COMMERCIAL MORTGAGE COMPANY, USA SECURITIES, LLC (Attachments: # 1 Exhibit A part 1# 2 Exhibit A part 2)PARTNERS LLC) (BRADLEY, GEORGANNE) Modified on 6/27/2007 to relate to #4061

12/15/2006 2147 Declaration Of THOMAS J. ALLISON In Support Of The Confirmation Of

The Debtors' Third Amended Joint Plan Of Reorganization Filed by JEANETTE E. MCPHERSON on behalf of USA CAPITAL DIVERSIFIED TRUST DEED FUND, LLC, USA CAPITAL FIRST TRUST DEED FUND, LLC, USA CAPITAL REALTY ADVISORS, LLC, USA COMMERCIAL MORTGAGE COMPANY, USA SECURITIES, LLC (Related document(s) 1799 Amended Chapter 11 Plan (Pre-confirmation), Amended Chapter 11 Plan (Pre-confirmation) filed by Debtor USA COMMERCIAL MORTGAGE COMPANY, Jnt Admin Debtor USA CAPITAL REALTY ADVISORS, LLC, Jnt Admin Debtor USA CAPITAL DIVERSIFIED TRUST DEED FUND, LLC, Jnt Admin Debtor USA CAPITAL FIRST TRUST DEED FUND, LLC, Jnt Admin Debtor USA SECURITIES, LLC)

12/18/2006 2164 *Notice of Filing of Asset Purchase Agreement Dated December 8, 2006 (Affects All Debtors)* Filed by LENARD E. SCHWARTZER on behalf of USA CAPITAL DIVERSIFIED TRUST DEED FUND, LLC, USA CAPITAL FIRST TRUST DEED FUND, LLC, USA CAPITAL REALTY ADVISORS, LLC, USA COMMERCIAL MORTGAGE COMPANY, USA SECURITIES, LLC (Attachments: # 1 Exhibit A part 1# 2 Exhibit A part 2) (SCHWARTZER, LENARD)

01/08/2007 2376 Order Confirming the "Debtors' Third Amended Joint Chapter 11 Plan of Reorganization" as Modified Herein (Related document(s) 1799 Amended Chapter 11 Plan (Pre-confirmation), Amended Chapter 11 Plan (Pre-confirmation) filed by Debtor USA COMMERCIAL MORTGAGE COMPANY, Jnt Admin Debtor USA CAPITAL REALTY ADVISORS, LLC, Jnt Admin Debtor USA CAPITAL DIVERSIFIED TRUST DEED FUND, LLC, Jnt Admin Debtor USA CAPITAL FIRST TRUST DEED FUND, LLC, Jnt Admin Debtor USA SECURITIES, LLC.)

01/08/2007 2377 Findings of Fact and Conclusions of Law in Support of the "Order Confirming the "Debtors' Third Amended Joint Chapter 11 Plan of Reorganization, as Modified Herein" (Related document(s) 1799 Amended Chapter 11 Plan (Pre-confirmation), Amended Chapter 11 Plan (Pre-confirmation) filed by Debtor USA COMMERCIAL MORTGAGE COMPANY, Jnt Admin Debtor USA CAPITAL REALTY ADVISORS, LLC, Jnt Admin Debtor USA CAPITAL DIVERSIFIED TRUST DEED FUND, LLC, Jnt Admin Debtor USA CAPITAL FIRST TRUST DEED FUND, LLC, Jnt Admin Debtor USA SECURITIES, LLC.)

01/18/2007 2481 Notice of Appeal. Filed by RUSSELL S. WALKER on behalf of THOMAS HANTGES, JOSEPH MILANOWSKI, USA INVESTMENT PARTNERS, LLC. (Fee Amount \$255) (Related document(s) 2377 Findings of Fact and Conclusions of Law,,, 2376 Order Confirming Chapter 11 Plan,,,) (WALKER, RUSSELL) Modified on 1/19/2007 to Relate to #2376 and #2377

05/25/2007 3772 Adversary case 07-01076. Notice of Removal Filed by GEORGANNE BRADLEY on behalf of Compass USA SPE, LLC and Compass Partners, LLC of **US District Court Case#: 3:07-cv-00241-ECR-VPC** (3685 San Fernando Lenders, LLC against COMPASS PARTNERS LLC) (Attachments: # 1 Exhibit A-1# 2 Exhibit A-2# 3 Exhibit A-3)

06/01/2007 3873 Notice of Entry of Order with Certificate of Service *Sustaining Twenty-Sixth*

Omnibus Objection of the USACM Liquidating Trust to Claims Asserting Secured Status Filed by ROB CHARLES on behalf of USACM LIQUIDATING TRUST (Related document(s) 3801 Order Re: Objection to Claim) (Attachments: # 1 Exhibit 1)

06/13/2007 3973 *Brief On Contempt And Termination* Filed by RICHARD MCKNIGHT on behalf of RICHARD MCKNIGHT (Attachments: # 1 Attachment)

Numbered documents of significance which have no pdf attached:

05/31/2007 3862 **Virtual Minute Entry in reference to hearing On: 05/31/2007**

Subject: ORDER SHORTENING TIME RE: EMERGENCY MOTION TO ENFORCE CONFIRMATION ORDER AND FOR CIVIL CONTEMPT SANCTIONS PURSUANT TO 11 U.S.C. SECTIONS 105 AND 1141 FILED BY GEORGANNE W. BRADLEY ON BEHALF OF COMPASS PARTNERS LLC (OST).

Appearances: ALAN SMITH FOR D. CANGELOSI, ET AL ;GEORGE DAVIS FOR COMPASS.

Proceedings: CONTINUED TO JUNE 20, 2007 AT 10:30 A.M., - BRIEFING SCHEDULE - GEORGE DAVIS TO FILE BRIEF BY JUNE 11, 2007 AT 12:00 NOON; ALAN SMITH TO FILE BRIEF BY 6-14-07.

(vCal Hearing ID (54756)).(related document(s) 3773)Hearing scheduled 06/20/2007 at 10:30 AM at LBR-Courtroom 1, Foley Federal Bldg.)

06/20/2007 4033 **Virtual Minute Entry in reference to hearing On: 06/20/2007**

Subject: EMERGENCY MOTION TO ENFORCE CONFIRMATION ORDER AND FOR CIVIL CONTEMPT SANCTIONS PURSUANT TO 11 U.S.C. SECTIONS 105 AND 1141 FILED BY GEORGANNE W. BRADLEY ON BEHALF OF COMPASS PARTNERS LLC.

Appearances: GEORGE DAVIS FOR COMPASS PARTNERS ;ALAN SMITH FOR LENDER'S PROTECTION GROUP ;RICHARD DREITZER FOR STATE OF NEVADA - DEPT OF BUSINESS AND INDUSTRY ;LENARD SCHWARTZER AND ANNETTE JARVIS FOR DEBTOR ;CHRISTINA KNOLES - DIRECT LENDER (IPP) ;STANLEY ALEXANDER - DIRECT LENDER (IPP).

Proceedings: CONTINUED TO STATUS HEARING ON AUGUST 17, 2007 AT 9:30 AM. (vCal Hearing ID (55086)).Hearing scheduled 08/17/2007 at 09:30 AM at LBR-Courtroom 1, Foley Federal Bldg.

COUNSEL ARE TO FILE ALL MATTERS RELATING TO THE MOTION TO WITHDRAW REFERENCE WITH THE CLERK OF DISTRICT COURT. ALL DOCUMENTS RELATING TO OTHER MATTERS IN THE ADVERSARY CASE SHALL CONTINUE TO BE FILED WITH THE CLERK OF THE BANKRUPTCY COURT.

A copy of Transmittal Memo was mailed to the following individuals on July 5, 2007

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